

October 15, 1997

Kenneth L. & Linda P. Lay
BALANCE SHEET ANALYSIS
As of: September 30, 1997

		--- PERCENT OF ---	
ASSETS	BALANCE	TOTAL ASSETS	WORKING ASSETS

CURRENT ASSETS			
Cash on Hand:			
CASH ON HAND/HHERROLD	\$ 200	.0%	.0%
CASH ON HAND/BJONES	11	.0%	.0%
CASH ON HAND/SK	95	.0%	.0%
CASH ON HAND/PSTOKES	757	.0%	.0%
CASH ON HAND/JWALLS	-7	.0%	.0%
CASH ON HAND/MSTURGIS	215	.0%	.0%

Total Cash on Hand:	\$ 1,271	.0%	.0%
Checking Accounts:			
NATIONSBANK 0707	\$ 205,638	.2%	.2%
NATIONSBANK/CONTRIBUTIONS	-3,507	.0%	.0%
NATIONSBANK/LPL PROPERTIES	23,357	.0%	.0%
NATIONSBANK-MO HH 6498	-94	.0%	.0%
NATIONSBANK/STOKES	5,271	.0%	.0%
PITKIN CO. 505-684	1,767	.0%	.0%
UNITY 109-900	2,086	.0%	.0%

Total Checking Accounts:	\$ 234,518	.2%	.2%
Brokerage Accounts:			
SANDERS MORRIS MMA/SMM-JT	\$ -3	.0%	.0%
SANDERS MORRIS MMA/SMM-KLL	21	.0%	.0%

Total Brokerage Accounts:	\$ 18	.0%	.0%
Savings Accounts:			
ENRON CREDIT UNION	\$ 139	.0%	.0%

Total Savings Accounts:	\$ 139	.0%	.0%
Treasury Bills:			
SAVINGS BONDS	\$ 2,400	.0%	.0%

Total Treasury Bills:	\$ 2,400	.0%	.0%
Escrow Account:			
ESCROW ACCT-MACON BLDG/MO	\$ 3,692	.0%	.0%

Total Escrow Account:	\$ 3,692	.0%	.0%
Short-term Receivables:			
ACCT RECV-KS BLACK	\$ 21,000	.0%	.0%
ACCT RECV-TDH	5,007	.0%	.0%
ACCT RECV-TDH (AVALON)	147,526	.1%	.1%
ACCT RECV-MKL	37,000	.0%	.0%
ACCT RECV-BRUIN	5,096	.0%	.0%
ACCT RECV-BRUIN #2	733,919	.6%	.6%
ACCT RECV/RRH	40,800	.0%	.0%
ACCT RECV-BJONES	130,697	.1%	.1%
ACCT RECV-JWALLS	14,096	.0%	.0%

Total Short-term Receivables:	\$ 1,135,141	.9%	.9%
Notes Receivable:			
FAM PTRNS ANNUITY-2/KLL	\$ 730,081	.6%	.6%
FAM PTRNS ANNUITY-2/LPL	728,707	.6%	.6%

Total Notes Receivable:	\$ 1,458,788	1.2%	1.2%

TOTAL CURRENT ASSETS	\$ 2,835,967	2.4%	2.4%

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		--- PERCENT OF ---	
ASSETS	BALANCE	TOTAL ASSETS	WORKING ASSETS

MARKETABLE INVESTMENTS			
Common Stocks:			
AMER EQ LIFE HLDG/SMM-JT	\$ 150,000	.1%	.1%
COMFORT SYS 3000SH/SMM-JT	57,561	.0%	.0%
COMPAQ 30,000SHS	2,242,500	1.9%	1.9%
ELI LILLY 5,000 SHS/GBR	605,000	.5%	.5%
ELI LILLY-DRP	19,555	.0%	.0%
ENRON CORP 790SH/NB	30,415	.0%	.0%
ENRON CORP 7,690SH/GBR	296,065	.2%	.2%
ENRON CORP 9,440SH/NB	363,440	.3%	.3%
ENRON CORP 9,440SH/GBR	363,440	.3%	.3%
ENRON CORP 71,385 SH/NB	2,748,323	2.3%	2.3%
ENRON CORP 1,859SH/NB	71,572	.1%	.1%
ENRON CORP 19,920SH/NB	766,920	.6%	.6%
ENRON CORP 23,874SH/NB	919,149	.8%	.8%
ENRON CORP 22,035SH/NB	848,348	.7%	.7%
ENRON CORP 22,052SH/GBR	849,002	.7%	.7%
ENRON CORP 1,751SH/GBR	67,414	.1%	.1%
ENRON CORP 4,521SH/GBR	174,059	.1%	.1%
ENRON CORP 7,792SH/GBR	299,992	.2%	.3%
ENRON CORP 50,000SH/NB	1,925,000	1.6%	1.6%
ENRON SAVINGS 401(K)	1,850,996	1.5%	1.5%
ENRON ESOP	4,391	.0%	.0%
ENRON O&G 20,000SHS/GBR	445,000	.4%	.4%
ENVIR OPP 500,000SH/SMM-JT	275,000	.2%	.2%
FRENCH FRAG 15000SH/SMM-JT	59,060	.0%	.0%
HUNTINGDON HOMEOWNERS CORP	500,000	.4%	.4%
INVEST FINL GROUP/SMM-JT	26,666	.0%	.0%
JALATE LTD 5000SH/SMM-JT	9,685	.0%	.0%
METALS USA 3000SH/SMM-JT	45,000	.0%	.0%
OLD BALDY CLUB 250 SHS	28,360	.0%	.0%
ST ARNOLD BREW 75000 SHS	75,000	.1%	.1%
TRANSAM WST 100000S/SMM-JT	143,700	.1%	.1%
US HOMECARE 1500SH/SMM-JT	52,500	.0%	.0%
US HOMECARE 594 SH/SMM-JT	891	.0%	.0%
US HOMECARE 334 SH/SMM-JT	501	.0%	.0%
US HOMECARE 354 SH/SMM-JT	531	.0%	.0%
US HOMECARE 398SH/SMM-JT	597	.0%	.0%
US HOMECARE 1088SH/SMM-JT	1,632	.0%	.0%
US HOMECARE 945SH/SMM-JT	1,418	.0%	.0%
US HOMECARE 634SH/SMM-JT	951	.0%	.0%
US LIQUIDS 2500SH/SMM-JT	42,500	.0%	.0%

Total Common Stocks:	\$ 16,362,134	13.6%	13.7%
Vested Exec Stock Options:			
ENE ESO 8-89 50000 SHS	\$ 1,300,000	1.1%	1.1%
ENE ESO 2-91 62400 SHS	1,544,400	1.3%	1.3%
ENE ESO 2-92 187500 SHS	4,312,500	3.6%	3.6%
ENE ESO 2-93 200000 SHS	2,262,000	1.9%	1.9%
ENE ESO 2-93 400000 SHS	4,528,000	3.8%	3.8%
ENE ESO 12-93 48000 SHS	492,000	.4%	.4%
ENE ESO 2-94 67200 SHS	336,000	.3%	.3%
ENE ESO 2-94 1136000 SHS	5,112,000	4.2%	4.3%
ENE ESO 12-94 54,618 SHS	433,344	.4%	.4%
ENE ESO 12-94 25,401 SHS	203,208	.2%	.2%
ENE ESO 1-95 55385 SHS	498,465	.4%	.4%
ENE ESO 12-95 40628 SHS	15,032	.0%	.0%
ENE ESO 1-96 73850 SHS	129,238	.1%	.1%

Total Vested Exec Stock Options:	\$ 21,166,187	17.6%	17.7%

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Corporate Bond-Convertibl:			
INTERSPORT LTD CONV/SMM-JT	\$ 52,250	.0%	.0%
INTERSPORT LTD LTD/SMM-JT	52,250	.0%	.0%
INTERSPORT SER B /SMM-JT	30,041	.0%	.0%
Total Corporate Bond-Convertibl:	\$ 134,541	.1%	.1%
Mutual Funds:			
FID GROWTH CO 401(K)/KLL	\$ 7,285	.0%	.0%
FID OTC 401(K)/KLL	4,834	.0%	.0%
FID OVERSEAS 401(K)/KLL	10,847	.0%	.0%
FID MAGELLAN 401(K)/KLL	23,879	.0%	.0%
TCW MID CAP GRWTH/NB	317,923	.3%	.3%
TCW ASIA PACIFIC EQUITY/NB	267,020	.2%	.2%
Total Mutual Funds:	\$ 631,788	.5%	.5%
Partnerships-other:			
KLL & LPL INVESTMENT PTRNS	\$ 53,089,838	44.1%	44.4%
KLL & LPL FAMILY PTRNS	5,083,807	4.2%	4.3%
Total Partnerships-other:	\$ 58,173,645	48.4%	48.7%
TOTAL MARKETABLE INVESTMENTS	\$ 96,468,295	80.2%	80.7%
LONG-TERM INVESTMENTS			
Residence:			
REAL ESTATE/HUNTINGDON	\$ 3,873,839	3.2%	3.2%
REAL ESTATE/LOOSCAN	1,281,585	1.1%	1.1%
Total Residence:	\$ 5,155,424	4.3%	4.3%
Real Estate Other Homes:			
REAL ESTATE/ASPEN	\$ 2,618,676	2.2%	2.2%
REAL ESTATE/B-3431	432,900	.4%	.4%
PIRATES' COVE LOTS	286,000	.2%	.2%
REAL ESTATE/B-3429	688,784	.6%	.6%
REAL ESTATE/REBA	450,000	.4%	.4%
REAL ESTATE/DC	163,806	.1%	.1%
Total Real Estate Other Homes:	\$ 4,640,166	3.9%	3.9%
Real Estate Active Rental:			
REAL ESTATE/1741SR	\$ 147,309	.1%	.1%
REAL ESTATE/1852MAR	101,386	.1%	.1%
REAL ESTATE/1856MAR	165,000	.1%	.1%
REAL ESTATE/1918SR	237,328	.2%	.2%
REAL ESTATE/KINGS	188,000	.2%	.2%
REAL ESTATE/MO	422,933	.4%	.4%
REAL ESTATE/VIKING	60,000	.0%	.1%
Total Real Estate Active Rental:	\$ 1,321,956	1.1%	1.1%
Real Estate Passive:			
COLORADO OASIS LTD.	\$ 375,000	.3%	.3%
SEAWALL APARTMENTS, LTD.	200,000	.2%	.2%
TEXAS FARM VENTURES	60,000	.0%	.1%
Total Real Estate Passive:	\$ 635,000	.5%	.5%
Farming Interests:			
11ACRES ILLINOIS	\$ 4,500	.0%	.0%
Total Farming Interests:	\$ 4,500	.0%	.0%

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Other Investment-Passive:			
BRUIN INTERESTS, L.P.	\$ 206,906	.2%	.2%
CAPRICORN INVESTORS II LP	278,565	.2%	.2%
COASTLINE BOTTOM CABLE	300,000	.2%	.3%
USA CAFE LLC/SMM-JT	25,000	.0%	.0%
TCW GLOBAL VALUE LP	631,417	.5%	.5%
Total Other Investment-Passive:	\$ 1,441,888	1.2%	1.2%
TOTAL LONG-TERM INVESTMENTS	\$ 13,198,934	11.0%	11.0%
RETIREMENT/DEFERRED ASSETS			
IRA:			
FIDELITY MAGELLAN/KLL	\$ 40,793	.0%	.0%
Total IRA:	\$ 40,793	.0%	.0%
IRA/Spouse:			
FIDELITY MAGELLAN/LPL	\$ 40,844	.0%	.0%
Total IRA/Spouse:	\$ 40,844	.0%	.0%
Keogh Account:			
SCUDDER GRWTH & INC/KLL	\$ 249,972	.2%	.2%
SCUDDER INCOME/KLL	20,786	.0%	.0%
SCUDDER ST BOND/KLL	22,581	.0%	.0%
Total Keogh Account:	\$ 293,339	.2%	.2%
Retirement Plan:			
ENRON-RETIREMENT	\$ 2,735,515	2.3%	2.3%
Total Retirement Plan:	\$ 2,735,515	2.3%	2.3%
Deferred Compensat'n Plan:			
ENRON DEFERRED COMP-85	\$ 2,980,393	2.5%	2.5%
ENRON DEFERRED COMP-94	157,316	.1%	.1%
ELI LILLY DEFERRED COMP	97,846	.1%	.1%
ELI LILLY 300 SHS	36,300	.0%	.0%
ELI LILLY 400 SHS	48,400	.0%	.0%
ELI LILLY 700 SHS	84,700	.1%	.1%
ELI LILLY 800 SHS	96,800	.1%	.1%
ELI LILLY 1,890 SHS	228,690	.2%	.2%
ELI LILLY 265 SHS	32,065	.0%	.0%
ELI LILLY 49 SHS 1-96	5,929	.0%	.0%
ELI LILLY 67 SHS 2-96	8,107	.0%	.0%
ELI LILLY 42 SHS 3-96	5,082	.0%	.0%
ELI LILLY 67SH 4-96	8,107	.0%	.0%
ELI LILLY 42 SH 5-96	5,082	.0%	.0%
ELI LILLY 65SHS 6-96	7,865	.0%	.0%
ELI LILLY 68 SHS 7-96	8,228	.0%	.0%
ELI LILLY 43 SHS 8-96	5,203	.0%	.0%
ELI LILLY 91 SHS 9-96	11,011	.0%	.0%
ELI LILLY 59SHS 10-96	7,139	.0%	.0%
ELI LILLY 34SH 11-96	4,114	.0%	.0%
ELI LILLY 55SH 12-96	6,655	.0%	.0%
ELI LILLY ANN DIV-SH CRED	77,522	.1%	.1%
Total Deferred Compensat'n Plan:	\$ 3,922,554	3.3%	3.3%
TOTAL RETIREMENT/DEFERRED ASSETS	\$ 7,033,045	5.8%	5.9%
TOTAL WORKING ASSETS	\$ 119,536,237	99.4%	100.0%

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		--- PERCENT OF ---	
ASSETS	BALANCE	TOTAL ASSETS	WORKING ASSETS

PERSONAL/NON-EARNING ASSET			
Automobile(s):			
88 MERCEDES 300E	\$ 10,000	.0%	
90 JEEP WRANGLER	6,825	.0%	
90 4-RUNNER	10,150	.0%	
90 RANGE ROVER	13,600	.0%	
93 MERCEDES 600SL	67,200	.1%	
94 FORD MUSTANG	18,675	.0%	
90 SUBURBAN	8,600	.0%	
96 RANGE ROVER	43,525	.0%	

Total Automobile(s):	\$ 178,575	.1%	
Home Furnishings:			
HOME FURNISHINGS/HUNT	\$ 53,276	.0%	
HOME FURNISHINGS/LOOSCAN	35,666	.0%	
HOME FURNISHINGS/ASPEN	141,000	.1%	
HOME FURNISHINGS/B-3431	152,500	.1%	
HOME FURNISHINGS/B-3429	71,553	.1%	

Total Home Furnishings:	\$ 453,995	.4%	
Other Vehicles & Equip:			
BW 15' RAGE BOAT	\$ 14,931	.0%	
BW 21' OUTRAGE BOAT	49,327	.0%	
DUFFY 18' ELECTRIC BOAT	14,131	.0%	
LYNN SAILBOAT	1,400	.0%	
SPIRIT CANOE	406	.0%	
WATERWHEELER MK III	722	.0%	
SUPER SPORT BOAT 1997	33,503	.0%	

Total Other Vehicles & Equip:	\$ 114,420	.1%	

TOTAL PERSONAL/NON-EARNING ASSET	\$ 746,990	.6%	

TOTAL ASSETS	\$ 120,283,229	100.0%	
	=====		
LIABILITIES			

CURRENT LIABILITIES			
Credit Cards:			
AMER. EXPRESS/RL	\$ -1,071	.0%	.0%
NEIMAN MARCUS 1314	-356	.0%	.0%

Total Credit Cards:	\$ -1,427	.0%	.0%
Notes Payable:			
COMPASS BANK LOC	\$ 7,124,951	5.9%	6.0%
COMPASS BANK/UNSECURED	200,000	.2%	.2%
ENRON CORP. LOAN	1,350,000	1.1%	1.1%
NATIONSBANK UNSECURED	550,000	.5%	.5%
NATIONSBANK \$30M NON PUR	29,920,000	24.9%	25.0%

Total Notes Payable:	\$ 39,144,951	32.5%	32.7%
Security Deposits:			
SEC DEPOSIT/Z-1918SR	\$ 1,550	.0%	.0%
SEC DEPOSIT/Z-1856MAR	125	.0%	.0%
SEC DEPOSIT/Z-MCDUF	150	.0%	.0%

Total Security Deposits:	\$ 1,825	.0%	.0%

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LIABILITIES	BALANCE	--- PERCENT OF ---	
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Other Current Liabilities:			
KLL & LPL INVEST PTRN NOTE	\$ 35,000	.0%	.0%
Total Other Current Liabilities:	\$ 35,000	.0%	.0%
TOTAL CURRENT LIABILITIES	\$ 39,180,349	32.6%	32.8%
LONG-TERM LIABILITIES			
Home Mortgage:			
NATIONS BANK/LOOSCAN	\$ 641,955	.5%	.5%
NATIONS BANK/HUNTINGDON	3,170,410	2.6%	2.7%
Total Home Mortgage:	\$ 3,812,365	3.2%	3.2%
Other Real Estate Mtge:			
NATIONS BANK/ASPEN	\$ 1,576,632	1.3%	1.3%
PRUDENTIAL MORTGAGE/B-3431	249,795	.2%	.2%
NATIONS BANK/LOTS	135,000	.1%	.1%
MACON BLDG. & LOAN/MO	115,438	.1%	.1%
NATIONSBANK/B-3429	259,797	.2%	.2%
NATIONSBANK/REBA	334,672	.3%	.3%
Total Other Real Estate Mtge:	\$ 2,671,334	2.2%	2.2%
Investment Liabilities:			
DARBY SUITER/1918SR	\$ 124,401	.1%	.1%
E. DICKSON/1918SR	14,642	.0%	.0%
LEVINSON/1856MAR	142,197	.1%	.1%
ROSENAU/1852MAR	70,894	.1%	.1%
Total Investment Liabilities:	\$ 352,134	.3%	.3%
Deferred Tax Liabilities:			
DEFERRED TAX LIABILITIES	\$ 10,178,725	8.5%	8.5%
Total Deferred Tax Liabilities:	\$ 10,178,725	8.5%	8.5%
TOTAL LONG-TERM LIABILITIES	\$ 17,014,558	14.1%	14.2%
BUSINESS LIABILITIES			
Employer Taxes/Bus:			
FICA WITHHELD-EE (TX)	\$ 23,124	.0%	.0%
FICA WITHHELD-EE (MO)	445	.0%	.0%
FIT WITHHELD-EE (TX)	38,494	.0%	.0%
FIT WITHHELD-EE (MO)	548	.0%	.0%
SIT WITHHELD-EE (MO)	188	.0%	.0%
SIT WITHHELD-EE (HH-CO)	90	.0%	.0%
Total Employer Taxes/Bus:	\$ 62,889	.1%	.1%
Accrued FICA Tax/Business:			
FICA PAYABLE-ER (TX)	\$ 23,124	.0%	.0%
FICA PAYABLE-ER (MO)	445	.0%	.0%
Total Accrued FICA Tax/Business:	\$ 23,569	.0%	.0%
TOTAL BUSINESS LIABILITIES	\$ 86,458	.1%	.1%
TOTAL LIABILITIES	\$ 56,281,363	46.8%	47.1%

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	BALANCE	--- PERCENT OF --- TOTAL ASSETS	WORKING ASSETS
NET WORTH			
TOTAL NET WORTH	64,001,866	53.2%	53.5%
TOTAL LIABILITIES AND NET WORTH	\$ 120,283,229	100.0%	